

ALKALINE WATER Co INC
Form 4
May 17, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WRIGHT RICHARD A

2. Issuer Name and Ticker or Trading Symbol
ALKALINE WATER Co INC
[WTER]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7730 E. GREENWAY ROAD,
SUITE 203

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
President VP CEO COO

SCOTTSDALE, AZ 85260

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Series A Preferred Stock ⁽¹⁾ | | | | | 10,000,000 | D | |
| Series C Preferred Stock ⁽⁵⁾ | 03/31/2016 | | A | V | 1,500,000 | A | ⁽⁶⁾ 1,500,000 |
| Series D Preferred Stock ⁽⁷⁾ | 05/03/2017 | | A | V | 1,000,000 | A | ⁽⁸⁾ 1,000,000 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options | \$ 7.5 ⁽⁴⁾ | | | | | 10/09/2013 ⁽²⁾ | 10/09/2023 | Common | 60,000 ⁽⁴⁾ |
| Stock Options | \$ 8.25 ⁽⁴⁾ | | | | | 05/12/2014 | 05/12/2019 | Common | 12,000 ⁽⁴⁾ |
| Stock Options | \$ 7.275 ⁽⁴⁾ | | | | | 05/12/2014 ⁽³⁾ | 05/12/2024 | Common | 60,000 ⁽⁴⁾ |
| Stock Options | \$ 5.75 ⁽⁴⁾ | | | | | 02/18/2015 | 02/18/2020 | Common | 16,000 ⁽⁴⁾ |
| Stock Options | \$ 0.52 | | | | | 01/29/2016 | 10/07/2023 | Common | 1,500,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WRIGHT RICHARD A 7730 E. GREENWAY ROAD, SUITE 203 SCOTTSDALE, AZ 85260 | X | | President VP CEO COO | |

Signatures

/s/ Richard A. Wright
05/17/2017

**Signature of Reporting Person
Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The Series A Preferred Stock has 10 votes per share and is not convertible into shares of common stock.
- (2) The stock options vest as follows: (i) 20,000 on October 9, 2013; and (ii) 10,000 per quarter until fully vested.
- (3) The stock options vest as follows: (i) 30,000 on May 21, 2014 and (ii) 30,000 on November 21, 2014.
- (4) Reflects a 50-1 reverse split effective as of December 29, 2015.

The Series C Preferred Stock is convertible, without the payment of any additional consideration by the holder and at the option of the holder, into one fully paid and non-assessable share of common stock at any time after (i) The Alkaline Water Company Inc. ("Alkaline Water") achieves the consolidated revenue of the company and all of its subsidiaries equal to or greater than \$15,000,000 in any 12 month period, ending on the last day of any quarterly period of its fiscal year; or (ii) a Negotiated Trigger Event, defined as an event upon which the Series C Preferred Stock will be convertible as may be agreed by Alkaline Water and the holder in writing from time to time.

- (6) The Series C Preferred Shares were issued in consideration for services performed by Mr. Wright pursuant to an employment agreement dated effective March 1, 2016.

The Series D Preferred Stock is convertible, without the payment of any additional consideration by the holder and at the option of the holder, into one fully paid and non-assessable share of common stock at any time after (i) Alkaline Water achieves the consolidated revenue of the company and all of its subsidiaries equal to or greater than \$40,000,000 in any 12 month period, ending on the last day of any quarterly period of its fiscal year; or (ii) a Negotiated Trigger Event, defined as an event upon which the Series D Preferred Stock will be convertible as may be agreed by Alkaline Water and the holder in writing from time to time.

- (8) The Series D Preferred Shares were issued in consideration for services performed by Mr. Wright.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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